



VIS SYSTEM

2PCG



THE UTOPIA BATTLES RULEBOOK

Ages 14+

Homo Sapiens were the dominant species on Earth for millennia – until recently. They are the mutants, who some label Homo Superior. And there are some fervent groups of humans who see them as a threat to their place at the top of the food chain.

The Story So Far...

For the past few years, players have fought epic battles featuring comic book heroes and villains as well as horrifying aliens, deadly hunters, vampires, and their victims. Now the battle has become personal: mutant rights and lives are being threatened by Simon Trask's **Humanity Now!** group. But never fear, the good intentions and the unchecked power of Norman Osborn's H.A.M.M.E.R. organization will swoop in and save the day! Can the mutants find their Utopia?

What is the Vs. System® 2PCG®?

The Vs. System® 2PCG® is a card game where 2-4 players each build a deck of Characters, Plot Twists, Locations, and Equipment to try to defeat their opponents. Each Vs. System® 2PCG® product comes with a full playset of cards.

Game Contents

- 200 Cards
- Assorted Counters
- This Rulebook

Issues and Giant-Sized Issues

The Vs. System® 2PCG® releases a new expansion almost every month. "Issues" are small expansions that include 55 cards. "Giant-Sized Issues" are large expansions, include 200 cards and are great for new players to get into the game.

This Giant-Sized Issue adds one new Good team and one new Evil team to the game: Resistance (🗡️) and H.A.M.M.E.R. (🔪). And the next two Issues add even more cards for both teams, making it a 3-Issue Arc.

If you're familiar with the Vs. System® 2PCG® ...

If you've already played the Vs. System® 2PCG® most of these rules will be familiar to you. We suggest you check out Specific Card Clarifications on pages 27-30.

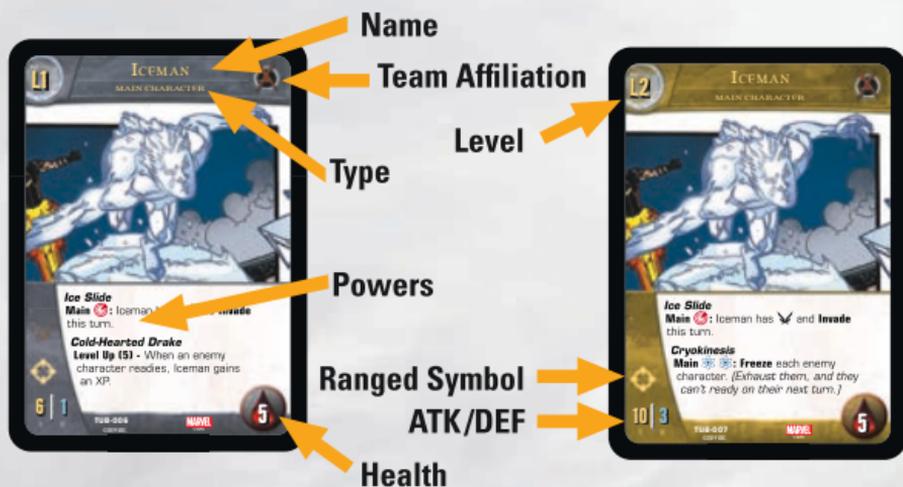
Gameplay Overview

Each player starts with a Main Character, such as Iceman, Emma Frost, or Norman Osborn. During the game, you'll play resources and recruit Supporting Characters like Domino, Avalanche, or Dark Beast. You'll organize your formation between your front and back rows. You'll make solo and team attacks against your enemies in order to stun and KO them. You'll play Plot Twists to enhance your team or hurt your opponent's. You'll play Locations and activate your team's Super Powers. Your Main Character will earn Experience Points and Level Up to dominate the battlefield. Finally, you'll KO your opponent's Main Character (or they'll KO yours).

The Card Types

Main Characters

You start the game with a Level 1 Main Character. When it Levels Up during the game, you'll switch it with its Level 2 Version.



Supporting Characters

During your turn, you can recruit Supporting Characters into your front or back row.



Main Characters and Supporting Characters work the same way. They can attack, defend, get stunned, and take wounds. The only exception is some cards specifically refer to Main Characters or Supporting Characters.

Plot Twists

During your turn, you can play Plot Twists from your hand. Plot Twists always say when during the turn you can play them. Some Plot Twists can even be played when it's not your turn (as denoted by the ). You can only play a Plot Twist if you have a face-up character with the matching team affiliation.



Equipment

During your turn you can put Equipment cards onto your characters. Equipment cards have a cost just like characters. You can only play an Equipment if you have a face-up character with the matching Team Affiliation. This Issue introduces a special type of Equipment called a "Machine" which actually goes into play on its own instead of being equipped to a character.



Locations

Each turn, you can play a card face down as a resource. But if it's a Location, you can play it face up instead. Most Locations have a power symbol. During the game, you can turn a Location with a power symbol face down in order to activate a Super Power that requires that symbol. (You may also discard a Location with a power symbol from your hand to generate that power symbol.)



There are six power symbols:



Might



Intellect



Skill



Energy



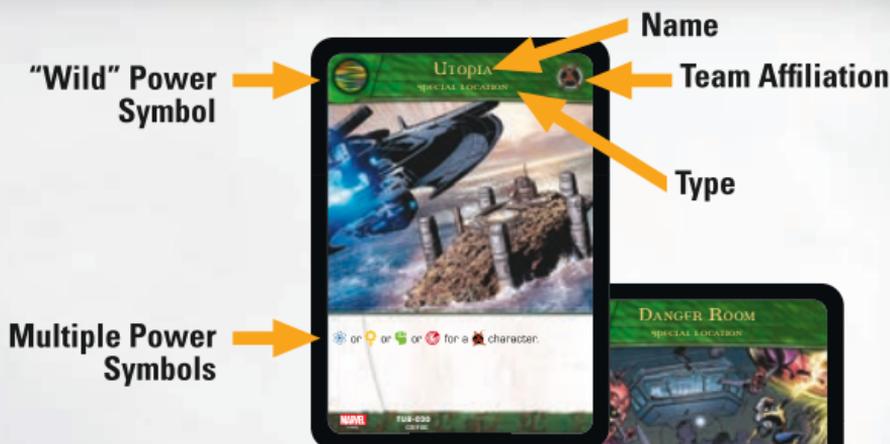
Humanity



Alien

Note: In this Giant-Sized Issue Alien  is not used. Humanity  is used, but you will need to get those Locations from another product like *Vs. System® 2PCG®: Monsters Unleashed*.

Each team also has a Special Location which grants different power symbols that team uses.



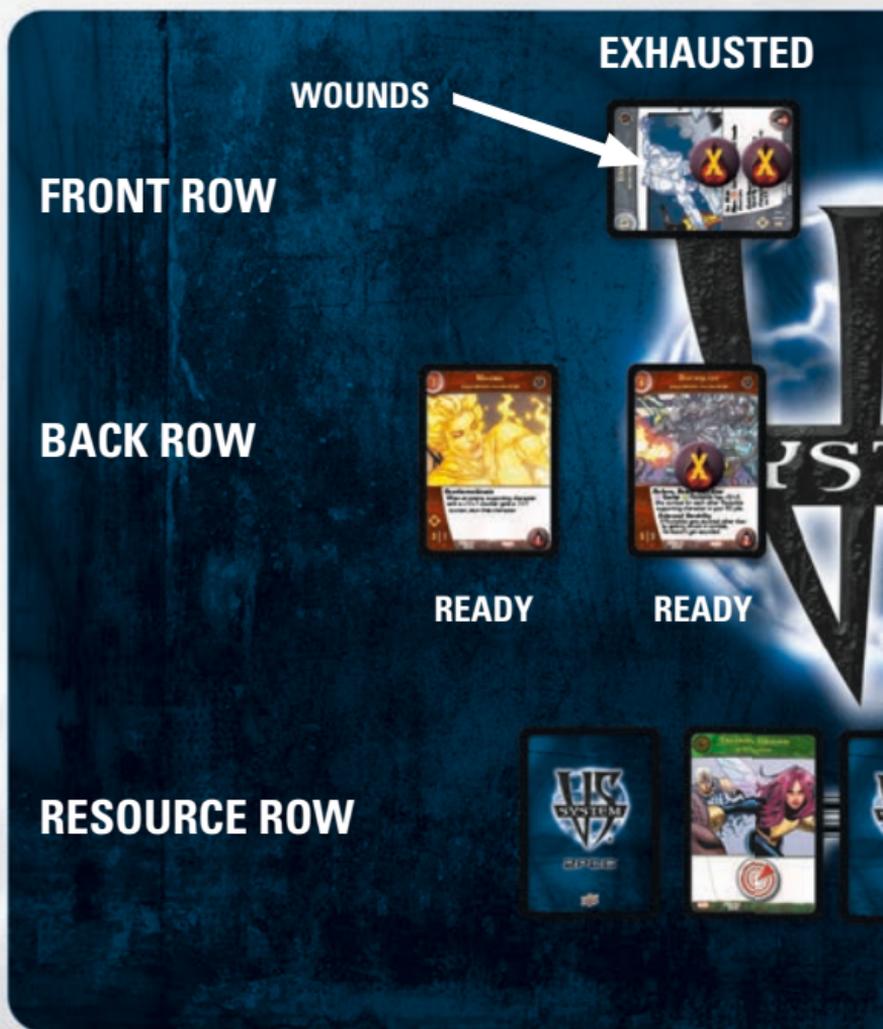
Some cards, like Danger Room, say a character can “pay” a power symbol. These aren’t Super Powers. And whoever can pay for the power on a card like this can pay with their team’s Special Location that grants multiple power symbols (if applicable). For example, Cyclops could pay for the Danger Room power with the Utopia Special Location (above).

Basic Game Concepts

- **Deck:** Your deck must include exactly 60 cards, not including your Main Character.
- **Hand:** You start the game with seven cards and draw two cards each turn. There is no limit to the number of cards you can have in your hand at one time. If an effect tells you to discard a card, that means from your hand.
- **KO Pile:** When a card gets KO’d or discarded, it goes into your KO pile, which is next to your deck. The KO pile is face up, and any player can look through it at any time. The order of your KO pile does not matter.
- **Three Rows:** Each player has three rows, consisting of front, back, and resource.
 - When you recruit a character, it can go into your front or back row. Characters in front are your melee fighters. They also protect characters in your back

row. Characters in your back row are safer, but they can only attack if they have the  symbol.

- Each turn you may place a Location or a face-down card from your hand into your resource row. Your resources give you recruit points each turn which you'll use to play your Supporting Characters and Equipment.
- **Ready/Exhausted:** A card in play is either ready (upright) or exhausted (turned on its side). Only ready characters can attack. Cards enter play ready.



- **Stun:** When a character is defeated in combat, or if its DEF is ever reduced to 0, it becomes stunned. Turn it face down, exhaust it, remove all +1/+1 and -1/-1 counters from it, KO any Equipment on it, and put a wound counter on it. Stunned characters can't be attacked, and they lose their powers until they recover. Some effects can cause a character to become stunned directly (without it being in combat).
- **KO:** When a character has as least as many wounds as its health, it's KO'd. (Put it into the KO Pile.)
- **Recover:** When a character recovers, turn it face up. It keeps its wounds.



Setting Up the Game

- Each player needs a deck that has one Main Character and exactly 60 game cards. (See pages 33-34 for which cards to include in your first deck.)
- Put the wound, vitality, XP, +1/+1, and -1/-1 counters nearby.
- Each player reveals their Main Character simultaneously.
- Randomly select a player. They decide which player will go first.
- Starting with the first player, each player puts their Level 1 Main Character into either their front or back row. Then they put the the other levels of their Main Character off to the side where all players can see them.
- Each player should set their deck down next to where their back row will be.
- Each player shuffles their deck and draws seven cards.
- Starting with the first player, each player may mulligan one time if they don't like their hand. Shuffle your hand into your deck and draw seven new cards. (It's usually a good idea to mulligan if you don't have any Locations or any Supporting Characters that you can play in the first few turns.)

Turn Sequence

Each turn, you'll go through the following four phases in order. Then, the next player takes a turn. (In a 3 or 4 player game, the next player is the player to your left.)

1. **Draw Phase**
2. **Recovery Phase**
3. **Build Phase**
4. **Main Phase**

1. Draw Phase

During this phase, any "At the start of your turn" effects happen first. Then, you draw two cards. **(If you're the first player and this is the first turn of the game, you don't draw any cards.)**

2. Recovery Phase

During this phase, if you have any stunned characters, they all recover. Then ready all of your characters.

3. Build Phase

During this phase, perform the following three steps in order:

Resource Step

You may choose any one card in your hand and place it face down into your resource row. (It is now a resource.)

If you play a Location as a resource, you may place it face up. (It's still a resource.) Locations are not unique; you can have more than one with the same name.

Playing a resource is optional.

Recruit Step

You now gain 1 recruit point for each resource you have, regardless if the resource is face up or face down. You can spend any or all of your recruit points to play Supporting Characters and Equipment from your hand. When you play a character, put it into your front or back row. When you play an Equipment, put it onto one of your face-up characters, unless it is an Equipment - Machine. See page 17 for more on Machines. (We suggest you place the Equipment card partially beneath the character card.)

Note: If you have any recruit points left over, they go away after this step.



Example: During Gus's Resource Step, he plays the Training Ground Location face up as a resource. He now has four resources, so during his Recruit Step he gains 4 recruit points. He spends them to play Magma (who costs 1) into his back row and Hellion (who costs 2) into his front row. He has 1 recruit point remaining but nothing to spend it on, so it goes away.

Formation Step

You can now rearrange any or all of your characters between your front and back rows. Any character (including your Main Character) can go into either row.

It doesn't matter if a character is to the left or right of another character. All that matters is who's in the front and who's in the back.

4. Main Phase

This is the longest phase of the turn. During this phase, you can make any number of attacks, one at a time, until you choose to stop attacking or all of your characters are exhausted.

Your front row characters can make melee attacks.

Your back row characters that have the  (ranged) icon can make ranged attacks.

Note: You can put a  character in your front row to have it make a melee attack if you want.

Making a Melee Attack

Starting a Combat

- Exhaust one of your face-up and ready front row characters to become the attacker and choose a face-up front row enemy to be the defender. If an opponent has no face-up front row characters, you can attack their face-up back row characters.

During Combat

- Once combat has begun you can do one of the following:
 - Play a "Combat" Plot Twist (see page 18)
 - Use a "Combat" Super Power (see page 20)
 - Power Up a character (see page 23)
 - Pass
- Then your opponent can do the same. Then you go again, then they go, until both of you pass in a row. (If a player passes but the other player takes an action, the first player can still take an action.)
- Finally, resolve the combat.

Resolving Combat

- To resolve the combat, the attacker now "strikes" the defender, and the defender simultaneously "strikes back" against the attacker.
- Compare the attacker's ATK to the defender's DEF. If the ATK is greater than or equal to the DEF, the defender will be stunned. Also compare the defender's ATK to the attacker's DEF. If the ATK is greater than or equal to the DEF, the attacker will be stunned.
- So there are four possible results to a combat: No one gets stunned, the attacker gets stunned, the defender gets stunned, or both characters get stunned.
- When a character becomes stunned, turn it face down, exhaust it, remove all +1/+1 and -1/-1 counters from it and put a wound counter on it. You also KO any Equipment on it.

Making a Ranged Attack

Ranged attacks work the same way as melee attacks with the following exceptions:

- You choose one of your back row characters with  to be the attacker.
- The defender only gets to strike back if it also has the .

Note: If your character attacks from the front row, it is always a melee attack whether or not your character has the .

Flight

 (Flight) allows a character to ignore face-up front row characters that don't have .

- Characters that have  may fly over your opponent's front row to melee attack a back row character unless your opponent has their own  character in their front row.

Ranged and Flight

- If your character has  and , then it can attack from your back row AND fly over your opponent's front row (if they have no  characters in their front row) to attack a back row character. The defender will still only strike back if it has .

Team Attacks

Two or more characters that have the **same team affiliation and are in the same row** can make a team attack against a single defender. Team attacks work just like solo attacks with the following exceptions:

- You choose two or more front row characters to make a **melee team attack**.
- You choose two or more back row characters that have  to make a **ranged team attack**. (Just like in a regular ranged attack, the defender gets to strike back only if it has .)

- In both cases, if all of your attackers have , they can fly over your opponent's front row to attack their back row (unless your opponent has a front row  character).

Resolving a team attack works like this:

- Add up the ATK of all your attackers and compare them to the defender's DEF to see if the defender will get stunned.
- The defender then chooses **exactly one** attacker to strike back against, and compares the defender's ATK to that character's DEF to see if it will get stunned.

Example: Let's say three different 2/2 characters attack a 6/6 defender. When the combat resolves, the total ATK of the attackers is 6, which is enough to stun the defender. The defender picks one of the 2/2s to strike back at, compares its 6 ATK to the attacker's 2 DEF and stuns it. The other two 2/2s survive.

After Each Combat

After each combat resolves, you can make another attack. Once you're done attacking (either by choice, because you have no ready characters left, or because all enemy characters are stunned) and you're ready to be done with your Main Phase, your turn ends. Resolve any "At the end of your turn" effects, and then the player to your left gets to take a turn.

Ending the Game

The game ends when you KO your opponent's Main Character or they KO yours. If you're playing 3 or 4 players, then it ends when only one Main Character is left. If the final two Main Characters would get KO'd at the same time (either because they're in combat with each other or through some card effect), the player whose turn it is wins the game.

In a 3 or 4 player game, when a Main Character gets KO'd, remove all cards that player owns from the game.

Additional Rules

Stunned Characters

When a character becomes stunned, remove all +1/+1 and -1/-1 counters from it, KO any Equipment on it, turn it face down exhausted, and put a wound counter on it. If it now has wounds greater than or equal to its health, it's KO'd. Put it into its owner's KO pile.

If a character gets stunned by an effect during combat but before the characters strike each other, it is removed from combat.

A stunned character can't attack, doesn't protect anyone behind it, loses its powers, and can't gain or have +1/+1 or -1/-1 counters. It still keeps its other information like name and team affiliation.

Any player can look at any stunned character at any time.

Some effects say to "Daze" a character. This stuns the character except it doesn't gain a wound. (It works like the character getting stunned in **all** ways except for no wound.)

Some effects say to "Wound" a character. This puts a wound on the character but does not stun it. (If the character then has wounds greater than or equal to its health, it is KO'd.)

Recovering Characters

Your stunned characters automatically recover during your Recovery Phase. (You can't choose to leave them stunned.)

Some card effects can also recover a character. When a character recovers, turn it face up but leave it exhausted.

Note: Recovering a character does NOT heal any wounds from it.

+1/+1 and -1/-1 counters

Many effects put +1/+1 or -1/-1 counters on characters. These numbers alter a character's ATK and DEF until something removes the counters.



If a character ever has +1/+1 and -1/-1 counters at the same time, they cancel out. Remove one of each until the character only has one type.

When a character gets stunned, remove all +1/+1 and -1/-1 counters from it.

If a character's DEF is ever reduced to 0 (whether from -1/-1 counters or some other effect), it's immediately stunned.

Vitality Counters

This Issue includes vitality counters. A vitality counter is essentially the opposite of a wound counter. It gives a character +1 . Just like wounds, vitality counters remain on a character while it's stunned. However, if a character has a wound counter and a vitality counter, they cancel out – remove one of each until the character only has one type.

Example: A character has two vitality counters. It gets stunned and gains a wound. You'll now remove one vitality counter and the wound counter. The character now has 1 vitality counter.



Maximum Health and Remaining Health

A character's Maximum Health is their printed  plus any modifiers that increase or decrease it. For example, vitality counters increase a character's Maximum Health.

A character's Remaining Health is their Maximum Health minus any wounds it has. In other words, Remaining Health is how many more wounds it would take to KO the character.

Playing Equipment

You can play Equipment cards during your Recruit Step by paying recruit points equal to the Equipment's cost. Put the Equipment onto a face-up character on your side. (It doesn't matter if the character is Main or Supporting, ready or exhausted.) The Equipment gives the character new powers.

The Equipment will stay with that character until the character becomes stunned or otherwise leaves play. At that point, the Equipment gets KO'd.

A character can have only one Equipment at a time. If you play a new Equipment on a character that already has one, the older Equipment gets KO'd.

If an Equipment has a team affiliation symbol, you may play it only if you have a face-up character with that team affiliation symbol on your side (including your Main Character). However, you can play it on any character on your side.

Equipment is not unique unless it says otherwise.

This Issue introduces a new type of Equipment: Machines. They are marked as Equipment – Machine beneath their card names. The rules for Machines are as follows:

- If a Machine has a team affiliation, you still need to have a face-up character with that team affiliation symbol on your side (including your Main Character) to play it.
- Machines are not equipped to characters. Instead put the Machine into one of your rows (the same way you would put a character into a row).



- Machines can't be rearranged during your Formation Step.
- If there are no face-up characters in a Machine's row, the Machine can be attacked.
 - A Machine can only be attacked by an enemy character that could normally attack a character in that row. For example, if a Machine is in your back row, and you have a face-up character in your front row, the Machine can only be attacked by an enemy character that is using an effect like **Flight**, **Stealth**, or **Sniper** to avoid your front-row character.
- Machines don't protect characters (or other Machines) and never count as being protected.
- When a Machine gets attacked, KO it. (This happens right away. For example, players won't be able to play Plot Twists and the attacker doesn't "strike" the machine.)
- If an Equipment -Machine stops being an Equipment for any reason, it also is no longer a Machine.

Playing Plot Twists

Each Plot Twist will say when you're allowed to play it. If it says "Build", then you can only play it during your Build Phase. (You can play it before or after your Resource, Recruit, or Formation Steps.)



If it says "Main", then you can only play it during your Main Phase while there isn't a combat going on.

If it says "Combat", then you can only play it during a combat on your turn. And if the word "Combat" has the **Any Turn** symbol  next to it, then you can play it during a combat on any player's turn.

Unless it says otherwise, you can only use a “Combat” Plot Twist to affect a character in the combat.

If a Plot Twist has two different times you can play it, you can play it at either of those times.

When you play a Plot Twist, follow its instructions, and then put it into your KO pile.

Some Plot Twists have one or more team affiliation symbols on the top right of the card. That means you may play it only if you have that many face-up characters with that team affiliation symbol on your side (including your Main Character). However, you can use it to affect any character regardless of team affiliation symbol.

Character Powers

There are three types of character powers: Keyword Powers, Super Powers, and Level Up Powers.

Keyword Powers

Keyword Powers are powers that often show up on more than one character. When a character has a Keyword Power, just follow the instructions in its text.

Note: Some common or older keywords might not have their text displayed. In that case, you can look up their definition in this Rulebook.

Flight and **Ranged** are the two most common Keyword Powers. They are represented by these icons instead of the actual words:  and .

Note: While a character is stunned, its Keyword Powers are turned off.



Super Powers

Many characters have Super Powers. A Super Power looks like this:

The Big One
= Name

Main = When you can use the Power

Psionic Exoskeleton = Name

= You may use this power on another player's turn

Combat = When during the turn you can use the Power

+ + = The cost to use the Power

KO up to...
= The effect

= The cost to use the Power

Armor gets.....
= The effect

Each Super Power has a different name and a different effect. The words “Build” or “Main” or “Combat” tell you when you can use the Super Power (just like how Plot Twists work).

Example: Avalanche’s **The Big One** power can be used only during your Main Phase while there isn’t a combat going on.

Armor’s **Psionic Exoskeleton** power can only be used while she’s in combat. Since it has the symbol next to “Combat,” you can use it on your turn or another player’s.

You can use a character’s “Combat” Super Power only if *that character is in the combat*. But if the power says “Any Combat,” then you can use it during a combat even if that character isn’t part of it.

Each Super Power has at least one power symbol. To activate a Super Power, you must pay for it by turning one of your Locations with that symbol face down OR by discarding a Location with that symbol from your hand.

Example: It's your Main Phase. You decide to use Avalanche's **The Big One** Super Power, so you turn a Laboratory, a Training Ground, and a Fortress Location face down to pay the , , and  cost. You could also have discarded some or all of those Locations from your hand to generate the respective power symbol.

You can use any number of different Super Powers each turn, as long as you can pay for them. **However, you can't use the same Super Power more than once each turn.** (If two characters have the same power you can use each of them once each turn.)

Some Super Powers are **Reactions**, which trigger when a certain condition is met. When that happens, you can pay the cost and if you do, you get the effect.

As you just read with Avalanche's **The Big One** Super Power, some Super Powers have more than one power symbol. You have to pay for all of them by turning matching Locations face down or discarding them from hand, or a combination of both.

Note: While a character is stunned, its Super Powers are turned off.

Level Up Powers

Most Level 1 Main Characters have a Level Up Power.

6 = How much XP
Dark Beast needs
to Level Up



At the end of
your turn... = XP
Condition

When you meet the XP (experience) condition, put XP counters on the Level 2 version of your Main Character. Once you have XP equal to the number next to “Level Up,” remove the XP counters from the Level 2 version of your Main Character and replace the Level 1 version of your character with its Level 2 version.

The Level 2 version should retain the same orientation as the Level 1 version (ready/exhausted and face up/face down). Put each wound, vitality, +1/+1 or -1/-1 counter, and Equipment that was on the Level 1 version onto the Level 2 version.

Level 2 characters work just like Level 1 characters except Level 2 versions are more powerful.

Note: While your Level 1 character is stunned, its Level Up Power is turned off.

Main Characters vs. Supporting Characters

Main Characters work like Supporting Characters with the following exceptions:

- Main Characters start in play and don't have a cost.
- Main Characters can level up.
- If your Main Character gets KO'd, you're out of the game.
- Some effects say they work only on Main Characters or on Supporting Characters.

Other than that, treat Main Characters exactly the same as Supporting Characters. They can attack, defend, team attack, get counters, have Equipment, get stunned, use powers, etc.

Uniqueness

You can have only one character with a specific name on your side at one time. If you play a second copy of a character that you already have on your side, then you must KO the first one. If they both enter play simultaneously, then you must pick one to KO. If the second one ends up on your side through some special effect (e.g. Mind Controlling an enemy character), then you still must KO the first character.

The only exception to all of this is your Main Character. You may never control a character with the same name as your Main Character. If an effect would cause that, ignore that effect. You can't play a Supporting Character with the same name as your Main Character.

Note: You are allowed to have more than one character with a specific name if it has the **Swarm** keyword.

Power-Ups

If you have a card in hand with the same name as a Main or Supporting Character on your side, you may discard it to Power Up that character. Put a +1/+1 counter on the Powered-Up character. You can Power Up a character either as a **Main** action or as an  **Combat** action.

Example: You attack with your Main Character, Iceman. During combat, you decide to Power Up Iceman, so you discard an Iceman Supporting Character from your hand and put a +1/+1 counter on your Iceman Main Character.

Resources and Locations

Cards in your resource row count as resources whether they're face up or face down. **Once a Location turns face down, it will stay face down unless an effect turns it face up.** You can look at your own face-down resources at any time. You can't look at enemy face-down resources.

You can rearrange your resource row if you like as long as your opponent can see how many you have and which Locations you have.

There are six basic Locations, one for each of the six power symbols. Also, each team has one Special Location that has a team affiliation symbol on the top right of the card. These Locations can produce any of the power symbols that team uses, but only for a member of that team. (That matters when you're building your own decks and mixing teams together. See page 36 for more info.)

You may use a Location (by turning it face down or discarding it) to pay for a Super Power. But you may not use the same Location card to pay for multiple Super Powers. Each Super Power must be paid for separately.

Basic Locations with Different Names

In different universes (like comic or space adventure), basic Locations may have different names. However, they still count as being the same basic Location type (for example, one that makes ). Your deck can include up to four copies of a specific basic Location, and all copies of it must have the same name.

Running Out Of Cards

If a player needs to draw a card but their deck is empty, they skip those draws. Play continues as normal. But if all players are out of cards and no one is willing or able to attack to put wounds onto Main Characters, the player with the fewest wounds on his Main Character wins the game. If two or more players are tied for the fewest wounds, the game ends in a tie between those players.

Searching and Shuffling

Whenever you need to search through your deck, shuffle it after you've finished.

Remove from the Game

Some effects say to remove a card from the game. When this happens, set it aside out of play (not in a KO pile). Usually a card that's been removed from the game is permanently gone, but some effects allow the card to come back.

Token Characters

Token Characters are set aside at the start of the game as opposed to in your deck. But some effects can put them directly into play. A Token Character works just like a regular character except that if it ever gets put into a KO pile or otherwise leaves play, set it aside as it is no longer part of the game.

Timing

When you play a Plot Twist or use a Super Power, it resolves before anyone can play another Plot Twist or use a Super Power. When an effect "triggers", it resolves before anyone can play a Plot Twist or use a Super Power. If multiple triggers happen at the same time, the player whose turn it is decides the order.

Base ATK and DEF

Some effects refer to a character's Base ATK and DEF. This means a character's stats before any effects or counters modify them. A character's Base ATK and DEF are usually the same as their printed ATK and DEF. The only difference is that some effects might temporarily change a character's Base stats.

Good and Evil

Some effects refer to Good and Evil characters. A Good character is anyone on a Good team, and an Evil character is anyone on an Evil team. The  team is Good and the  team is Evil. If a character is on a Good team and an Evil team, it is both Good and Evil.

AKA

Some characters have AKA and another name in their text box. For example, the Iron Patriot Supporting Character has **AKA Norman Osborn**. This means that he counts as having both names. This counts for uniqueness and powering up characters. **AKA** is not a power and so it can't be copied or turned off by things that affect powers.

Mantles

Some characters share the same title or "mantle" with other people in the game. For example, in the Utopia storyline Mac Gargan, who was originally the Scorpion, has bonded with the Venom symbiote and is currently operating as the new Venom. In cases like this, the newer character will have one or more stars before and after its name to differentiate it from its predecessor. The card's full name includes the star treatment so it will count as a different character for the purposes of uniqueness. This way you can have both Venom (Eddie Brock) and ★Venom★ (Mac Gargan) on your side at the same time.

Note: Since their names are different, they can't be used to power up each other.

The Golden Rules

Whenever a card contradicts a rule in this Rule Book, the card is correct. And if one effect says you can do something and another says you can't do something, "can't" beats "can."

Specific Card Clarifications

Cyclops (Main Character)

You will draw two cards with **They'll Follow Him** if you have one Supporting Character that is both  and . Similarly, a multi-affiliation character can satisfy more than one of the requirements of **The Squad I've Put Together** and **Trust the Plan**.

Note: **Trust the Plan** will only put three +1/+1 counters on a character even if you're using it to satisfy two or more of the requirements. And even if you have several characters of all three required affiliations, **Trust the Plan** can only ever put three counters on three characters maximum.

Emma Frost (Main Character)

Keeper of Law allows a character to strike an additional time in a combat. The character can strike two different characters once each (if they're being team attacked, for example), or they can strike the same character twice. In the latter case, add the character's ATK together for each strike and then compare it to the enemy's DEF.

Emma's power can be used any number of times each turn. So if a character ends up being allowed to strike 3, 4, or more times, it works as above. Any number of strikes can be combined against an enemy or split amongst multiple enemies.

Norman Osborn (Main Character)

Norman's Level 2 Keyword Powers also affect himself.

Note: **Dark Avengers**, **Dark X-Men** does not give your  and  characters the  team affiliation.

Pixie (Main Character)

Souldagger causes a character to lose each modifier it gained during combat. A modifier is an effect that modifies the game. There are two types of modifiers –

A one-shot modifier does something immediately and then is done. Example: “Put two +1/+1 counters on a character.”

A continuous modifier has an ongoing effect on the game, which may or may not have a duration. Example: “Choose a character to get +2/+0 and **Lethal** this combat.”

When Pixie uses **Souldagger**, it will cause an enemy character to lose any continuous modifiers that are applying to it. (It won't stop any one-shot modifiers because it's impossible for there to be any one-shot modifiers happening while you use **Souldagger**.)

Half-Fairy will give Pixie an XP when any character (including an enemy) pays an . This includes when a character uses an  Super Power, or choosing to spend an  when you play the Plot Twist **Sacred Ground**.

Simon Trask (Main Character)

Proposition X works like this. When an enemy character appears, check each of its team affiliations against each team affiliation on characters on your side. For each affiliation the enemy character has that is NOT shared, Trask gains 1 XP.

Biosentinel is a keyword power that has no built-in effect. Instead it is referenced by Trask's other powers.

Weapon Omega (Main Character)

Mutant Energy Absorption's effect has no duration. So a character that loses and can't gain powers this way, will remain like that until it leaves play.

Addicted to Mutant Energy affects a character as it appears, which means it won't even trigger any of its powers that occur when it appears. It also has no duration, so a character affected by it will remain affected until that character leaves play.

Armor

Psionic Exoskeleton is a combat power, but its effect lasts for the rest of the turn.

Avalanche

The Big One KOs basic Locations with different types. The types are , , , , , and .

Cloak

Darkforce Channeling affects all characters, including ones that appear on your side

Domino

Probability Manipulation requires Domino to flip a coin when she attacks or defends. If she wins the flip something good happens. Otherwise, the combat proceeds as normal.

Sacred Ground

This Plot Twist lets a character pay any power symbol. You can generate a power symbol in the usual ways -- by turning a Location that makes a power symbol face down, or by discarding a Location that makes a power symbol.

Sentry

Reluctant God prevents Sentry from striking, but he can still attack.

Omega Machine Components

These are four different **One of a Kind** Equipment that have the same name. Unlike characters, Equipment are not unique so you can have any number with same name in play at the same time. Because these have the  symbol, you must have a face-up character with  in order to play them. See page 17 for more on these wondrous devices.

Impersonating Powers

Several characters have powers that impersonate other characters. These powers turn off immediately if the character they're impersonating ever shows up. It doesn't matter if the character that's being impersonated is face up or face down or what side they're on. Either way they count as being on "a side" and will turn off the Impersonation power.

Shifting Loyalties

At the end of your turn, if there is an enemy , , or  character on more than one side, **Shifting Loyalties** will trigger once for each side. First you'll get to choose which side your character moves to. Once there it will lose its  affiliation, so the remaining times **Shifting Loyalties** had triggered won't do anything.

Multiplayer Game Modes

Free for All - 3 or 4 players

When you play with three or four players, all of the usual rules apply with a few exceptions:

- You win when **all** other Main Characters are KO'd.
- The player who goes first draws no cards on their first turn. The player who goes second only draws one card on their first turn.
- During your Main Phase, you can have your characters attack any other player's characters using the normal combat rules. You can make all of your attacks against one player or spread them out against multiple if you want.
- During combat, each player (including players who don't have an attacker or defender) can play Plot Twists to influence the combat.
- When a Main Character is KO'd, all the cards that player owns are immediately removed from the game. (This doesn't count as those cards getting KO'd.)

2 vs. 2

You can also play 2 vs. 2. In this case, you win when both enemy Main Characters are KO'd.

- Teammates should sit so the turn order goes Team A, Team B, Team A, Team B.
- The player who goes first draws no cards on their first turn. The player who goes second only draws one card on their first turn.
- You can't attack your teammate's characters.
- When a Main Character is KO'd, all the cards that player owns are removed from the game.

Optional Rule: When you recruit a character, you may put it into your teammate's front or back row (they control it now).

Building Your First Decks

For your first few games, we recommend building the following decks:

Iceman (Main Character)

Supporting Characters

- 2 Anole
- 2 Magma
- 2 Hellion
- 2 Match
- 2 Pixie
- 1 Celeste
- 1 Mindee
- 1 Phoebe
- 2 Armor
- 4 Rockslide
- 2 Domino
- 2 Iceman (only for Powering Up)
- 2 Avalanche
- 2 Psylocke
- 2 Colossus
- 2 Wolverine
- 2 Mercury

Plot Twists

- 2 Fight the Good Fight
- 3 Long-Term Plan
- 2 Sacred Ground

Locations

- 4 Utopia
- 4 Academy
- 4 Fortress
- 4 Laboratory
- 4 Training Ground



Norman Osborn (Main Character)

Supporting Characters

- 3 Mystique
- 1 Dagger
- 3 Dark Beast
- 3 Bullseye
- 1 Cloak
- 2 Daken
- 2 Moonstone
- 2 Mimic
- 2 ★Venom★
- 2 Iron Patriot (only for Powering Up)
- 3 Weapon Omega
- 2 Ares
- 2 Namor
- 2 Sentry

Plot Twists

- 2 Spin Master
- 4 Out-Position

Equipment

- 4 Omega Machine Components (4 different cards)

Locations

- 4 H.A.M.M.E.R. HQ
- 4 Academy
- 4 Fortress
- 4 Laboratory
- 4 Training Ground



Deck Building Rules

Once you've played a few games, you might want to build your own deck. Here are the rules:

- Your deck must include a Main Character and exactly 60 cards.
- You can only have up to four copies of any one card in your deck.
 - Exception: You can't include cards that are the same basic Location type but have different names.
- You can build either an **Illustrated** deck or a **Photographic** deck, but you can't mix cards between them. (See Two Universes in the next section.)
- You can put any Supporting Characters, Plot Twists, Equipment, and Locations in your deck. Just remember the following:
 - Characters can only team attack if they share a team affiliation (on the top right of the card).
 - If a Location has a team affiliation, it can only be used for a Super Power for a member of that team.
 - If an Equipment or Plot Twist has a team affiliation, it can only be played if you have a face-up member of that team.

Two Universes

The Vs. System® 2PCG® is now split into two universes based on the style of card art:

The **Illustrated Universe** includes cards with drawn or painted artwork. (Most cards belong to this universe, including everything in the Utopia storyline.)

The **Photographic Universe** includes cards with images from movies or TV shows. The two universes only affect deck building. Once the game starts, it doesn't affect anything. For example, if you have an Illustrated deck, it's perfectly fine to play an effect that moves an opponent's Photographic character to your side.

Game Terms

Any Turn Symbol : If a Plot Twist or Super Power has this symbol, you can use it on another player's turn.

Appears: When a card enters play, it "appears" whether you played it from your hand or some effect put it into play. (If a card changes sides or turns face up, that does not count as "appearing.")

ATK/DEF: These are the numbers on characters above the  and . During combat, you compare your character's ATK to its enemy's DEF to see if you stun it.

Cancel (the combat): If an effect cancels the current combat, the combat ends but no characters get stunned. Leave all the attackers and defender as they are. They don't ready.

Daze: An effect that stuns a character. However, the character won't gain a wound.

Enemy: This applies to anything opposing you. An enemy player is your opponent. An enemy character is one an opponent controls.

Health (Maximum and Remaining): A character's maximum health is the printed health and any modifiers that increase or decrease it. A character's remaining health is its maximum health minus any wounds on it.

Hide: When a character hides, turn it face down but ready. Remove any +1/+1 or -1/-1 counters and Equipment from it. A hidden character can't attack or defend, doesn't protect anyone behind it, and loses its powers. It still keeps its other information like name and team affiliation.

Keyword Power: A power on a character in bold text. Just follow the instructions on the card. Flight and Ranged count as Keyword Powers even though they're represented by icons ( and ).

KO: To put a character from play into its owner's KO pile. When a character has wounds equal to or greater than its health, it gets KO'd.

Melee Combat: A combat that involves front row attackers.

On Your Side: The cards you have in play are “on your side.” You control these cards. If a card gets moved to your side, you now control that card.

Owner: During the game you “own” your Main Character and all of the cards that started in your deck. (This only matters if a card references “owner.”)

Power Up: You can Power Up a character you control by discarding a card with the same name as that character. Then, you put a +1/+1 counter on that character. You can Power Up as a Main action, or you can Power Up as an  Combat action while that character is in combat during your turn or another player’s turn.

Ranged Combat: A combat that involves back row attackers that have . In a ranged attack, the defender can’t strike back unless it has .

Ready/Exhausted: A character is either Ready (upright) or Exhausted (on its side). Only ready characters can attack. If an effect “readies” a character that is already ready or exhausts a character that is already exhausted, just ignore that part of that effect (but do the rest of it).

Stunned: When a character is defeated in combat, it gets stunned. Turn it face down, remove any +1/+1 or -1/-1 counters, exhaust it, put a wound on it and KO any Equipment it has. A stunned character can’t attack or defend, doesn’t protect anyone behind it, and loses its powers. It still keeps its other information like name and team affiliation.

Super Power: A power on a character that you activate by turning a Location face down or discarding a Location.

Wounds: When a character becomes stunned, it gains a wound. If it has as many wounds as its health, it gets KO’d. (Some card effects say to “wound a character.” In this case, put a wound counter on it, but it doesn’t get stunned.)

Select Keywords

Unlike most Keywords, these are mentioned on cards without their definitions:

Berserker: When this character attacks, put a +1/+1 counter on it.

Biosentinel: This is a new keyword that has no built-in function. Instead it's referenced on Simon Trask's other powers.

Ferocious: While in melee combat, this character strikes before characters without **Ferocious**.

Invade: While this character is attacking a back row character, it can't strike back at this character.

Leader: While this character is team attacking, you choose who the defender strikes back against.

Lethal: If this character wounds a defending Supporting Character, KO it.

Mobile: Once per turn during your Main Phase but not during combat, you may move this character to your front or back row.

Sniper: This character can ranged attack back row characters even while they're protected.

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